18-23538-shl Doc 1188 UNITED STATES BANKRUPTCY COURT

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SOUTHERN DISTRICT OF NEW YORK	
X	
	Chapter 11
IN RE:	Case No. 18-23538 (RDD)
	(Jointly Administered)

SEARS HOLDING CORPORATION, et. al.,

	Debtors.
	AFFIRMATION OF SERVICE
STATE OF NEW YORK	)
COUNTY OF KINGS	ss.: )

Richard A. Klass, Esq., an attorney duly admitted to practice in the courts of the State of New York, affirms the following to be true under penalties of perjury and says that:

- 1. That deponent is not a party to this action.
- 2. That deponent is over the age of 18 years.
- 3. That deponent resides in New York, New York.
- That on December 13, 2018, deponent served the within Objections with exhibits upon 4. the below parties:

Affidavit of Service by mail X

at the address designated by said attorney for that purpose by depositing a true copy of same in a post-paid, properly-addressed wrapper, in a post-office/official depository under the exclusive care and custody of the US Postal Service within the State of New York.

## Address:

Chambers of the Honorable Judge Robert D. Drain ("Chambers"), United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Room 248, White Plains, New York 10601;

Debtors, c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates IL 60179 (Attn: Stephen Sitley Esq., and Luke J. Valentino, Esq.);

Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq., Garret A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors;

Office of the United States Trustee for Region 2 (the "U.S. Trustee"), 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Paul Schwartzberg, Esq.);

Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.), attorneys for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent;

Davis Polk & Wardell LLP, 450 Lexington Avenue, New York, NY, 10017 (Attn: Marshall S. Huebner, Esq. and Eli J. Vonnegut, Esq.), attorneys for Citibank, N.A., as administrative agent under the Stand-Alone L/C Facility;

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Cleary, Gottlieb, One Liberty Plaza, New York, NY, 10006 (Attn: Sean A. O'Neal, Esq.), attorneys for JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, and the Consolidated Secured Loan Facility;

Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178 (Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq., and T. Charlie Liu, Esq.), attorneys for Computershare Trust Company, N.A., as trustee for the Second Lien PIK Notes, the Holdings Unsecured PIK Notes, and the Holdings Unsecured Notes;

Seyfarth Shaw LLP, 620 Eighth Avenue, New York NY 10018 (Attn: Edward M. Fox, Esq.), attorneys for Wilmington Trust, National Association, as indenture trustee for the Second Lien Notes;

Carter Ledyard & Milburn LLP, 2 Wall Street, New York, NY 10015 (Attn: James Gadsden, Esq.), attorneys for The Bank of New York Mellon Trust Company, as successor trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes;

Locke Lord LLP, 111 South Wacker Drive, Chicago, IL 60606 (Attn: Brian A. Raynor, Esq.), attorneys for the Pension Benefit Guaranty Corporation;

Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors (the "Creditors' Committee);

Prime Clerk LLC (Attn: Adam M. Adler), Claims and Noticing Agent, 830 Third Avenue, 9th Floor, New York, NY 10022

Sobel Pevzner, LLC, 30 Vesey Street, 8<sup>th</sup> Floor, New York NY 10007 (Attn: Bella I. Pevzner, Esq.,), attorneys for all defendants in the state court personal injury action except Schindler Elevator Corporation; and

Sabatini & Associates, 237 West 35<sup>th</sup> Street, Suite 1502, New York NY 10001 (Attn: Laurie DiPreta, Esq.), attorneys for defendant Schindler Elevator Corporation in the state court personal injury action.

Service by by email to all parties on the Master Service List, see attached Electronic Means X

Affirmed: this 13th day of December, 2018

RICHARD A. KLASS, ESQ.

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and Concur Technologies, Inc. Counsel to Oracle America, Inc.	Brown & Connery, LLP Buchalter, A Professional Corporation	Attn. Julie F. Montgomery, Esq. Attn: Shawn M. Christianson	6 North Broad Street 55 Second Street	Suite 100 17th Floor	Woodbury	æ 5	08096	856-812-8900 856-8	я56-853-9933 ле осто тес 344	inontgomery@brownconnery.com	8
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local Counsel to BH North American Corporation	Carter Conboy Case Blackmore Maloney & Laird, P.C.		29 Carporate Woods Bivd.	Suite 500	Albany	Ž, ž	64105	314-854-8600 314-8		sjk@carmodymacdonald.com	<del>/18</del> Po
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tey Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	Sears Chambers Copy	US Bankruptcy Court SDNY 1270 Avenue of the	Street, Room 248	White Plains	Ϋ́	10601	914-467.7250		, 	ed
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reatth PK 1.0, Inc., subsidiaries and affiliates of Cardinal Health, Inc., an Ohio Corporation, Top 20 Unsecured Creditor	Chlesa Shahinian & Giantomasi PC	Attn: Beth J. Rotenberg, Scott A. Zuber	One Boland Drive		West Orange	ž	07052	973-530-2118, 973-5	973-530-2318, br	brotenberg@csglaw.com enthr@csalaw.com	2/1
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Course! to JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, the Consolidated Secured Loan Facility.		Attn: Sean A. O'Neal, James L. Bromley, Andrew Wasser Bahri Market James	_						3 4 6	soriestiergsh.com jbromley@cgsh.com aweaver@cgsh.com	···IV
and ESI Investments, Inc. and its affiliates (including JPP, LLC and JPP II, LLC). Cleary, Gottlieb, Steen & Hamilton LIP. Coursel to International Union (UAW), United Steelworkers (USW), and	Cleary, Gottlieb, Steen & Hamilton LIP	Kennedy Park	One Liberty Plaza		New York	N.	10006	212-225-2416, 212-225-2000 212-;	712-225-3999 jk	rmukhl@cgsh.com jkpark@cgsh.com	<del>lai</del> i
Workers United (WU)	Cohen, Welss and Simon LLP	Attn: Richard M. Seltzer, Melissa S. Woods	900 Third Avenue	21st Flaor	New York	×.	10022-4869	212-356-0219 646-4	646-473-8219 rs	rseitzer@cwsny.com	ı E
Truster for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Too Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President Corporate Trust	2950 Express Drive South, Suite 210	:	Islandia	λN	11749	303-262-0707	Σ	iehael.smith2@computershare.com	oc
Counsel to IRC Marketplace at Six Corners, L.L.C. and IRC Park Center Plaza, L.L.C.	Connoity Gallagher LLP	Attn: Karen C. Bifferato, Kelly M. Conlan, N. Christopher Griffiths	The Brandowine Building	1000 West Street, Suite 1400	Millodoctoo	ž				kbifferato@connollygallagher.com kconlan@connollygallagher.com	ım
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Cooley 1.1.P		Attn. Seth Van Aaften, Sarah Carnes	Americas		New York	¥	10036	212-479-6000 212-479-6275	
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For Rothschild, LIP For Switch I agin & Currell I I B	41 41	Attn: Mark E. Hall, Michael R. Herz	49 Market Street		Morristown	. ž	09620		
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Counsel to Labe Town Plaza U.C., New Westgate Mail LIC, STAG IV Checktowaga, ILC, Cape Town Plaza ILC, New Westgate Mail LLC,									Mostro (#Rogistoria) (U.S.Com
Goulston & Starrs PC	s PC	Attn: Trevor R. Hoffmann	885 Third Avenue	18th Floor	New York	Ň	10022	2102 000 CEC - PAGE 979.CEC	( ) ( )

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March   Marc	Halperin Battaglia Benzija, LIP Halperin Battaglia Benzija, LIP Halperin Battaglia Benzija, LIP Harris Beach PILC Harris Beach PILC Herrick, Feinstein LIP Holland & Knight LIP Holland & Knight LIP Holland & Knight LIP Hunton Andrews Kurth LIP Hunton Andrews Kurth LIP Hunton Andrews Kurth LIP Hunch Blackwell LIP Husch Blackwell LIP Husch Blackwell LIP Husch Blackwell LIP Kusch Blackwell LIP Hunton Andrews Kurth LIP Hunton Andrews Kurth LIP Hunton Andrews Kurth LIP Hunton Andrews Lip Kurtzman I Steady, LLC Kelley Drve & Warren LIP Stevens, LIP Stevens, LIP Stevens, LIP Kelley Drve & Warren LIP Langley & Banack, Incorporated	40 Wall Street 40 Wall Street 40 Wall Street 40 Wall Street 59 Garnsey Road 99 Garnsey Road 41 West 4 Street 41 West 52nd Street 701 Brickell Avenue 142 Soos Avenue 143 George Avenue 143 Congress Avenue 144 Stoos Avenue 145 George Avenue 145 Congress Avenue 147 Congress Avenue 148 Congress Avenue 149 Ow Wishine Blid 950 Warket Street 950 Market Street 151 Congress Avenue 152 Markyana Lane 123 Markyana Lane 120 Park Avenue				10005 14534 14534 14534 110016 92101 10019 33131 48226 78701 78701 19104-5016	212-765-9100 212-765-9100 585-419-8800 212-592-1400 619-236-1551 212-513-3200 212-513-3200 305-789-7713 313-465-7590 212-309-1060 214-468-333		ahajpetin@hajperinlaw.net lg@hajperinlaw.net dieberman@hajperinlaw.net dia-jahbson@hanes.com hward.upchurch@hanes.com ktompsett@harrisbeach.com sselbst@harrisbeach.com eilo@higglaw.com eilo@higglaw.com
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Figure 1	Herrick, Femstein LLP Holland & Knight LLP Holland & Knight LLP Holland & Knight LLP Holland & Knight LLP Hondgman Miller Schwarts and Cohn LLP Hunton Andrews Kurth LLP Hunton Andrews Kurth LLP Hunton Andrews Kurth LLP Hunton Andrews Kurth LLP Husch Blackwell LLP Hunton Andrews Kurth LLP Hunton Andrews Kurth LLC Internal Revenue Service Internal Revenue Service ILLC Andre Blan PLLC Keller Drve & Warren LLP Keller Drve & Warren LLP  Keller Drve & Warren LLP  Stevens, LLP Stevens, LLP  Stevens, LLP  Langlev & Banack, Intorporated	2 Perk Avenue 2 Perk Avenue 31 West Synd Street 31 West Synd Street 52 West Synd Street 6				14534 10016 92101 10019 33131 48226 10166 17502 77502 77701 78701 1904-5016	\$85.419-8800 212-592-1400 619-236-1551 212-513-3200 212-513-3200 305-789-773 313-465-739 212-309-1200 212-409-1300	\$65-419-8812 619-696-1410 212-385-9010 305-789-7799	ktompsett@harrisheach.com sselbst@herrick.com elio@htgishw.com arthur.rosenberg@hkiaw.com Marc.Antonecchia@hkiaw.com
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Independ & Prophic LP	Holland & Knight LLP Holland & Knight LLP Holland & Knight LLP Hongman Miller Schwartz and Cohn LLP Hunton Andrews Kurth LLP Hunton Andrews Kurth LLP Husch Blackwell LLP Husch Blackwell LLP moremal Revenue Service Internal Revenue Service Internal Revenue Service Activities Internal Revenue Service Reliey Drye & Warren LLP Kelley Drye & Warren LLP LL LL LL Kelley Drye & Warren LLP LL	31 West \$2nd Street  (7) Brickel Avenue  2290 First National Building, 200 Park Avenue 1445 Ross Avenue 135 Georgis Avenue 135 Georgis Avenue 151 Congress Avenue 153 Washer Street 151 Washer Street 152 Washsan Lane 123 Mashsan Lane 124 Mashsan Lane 125 Mashsan Lane 126 Mashsan Lane 127 Mashsan Lane				10019 33131 48226 10166 375202 37402 78701 19104-5016	212-513-3200 212-513-3200 305-789-7713 313-665-7590 212-309-1206- 214-468-3335	212-385-9010 212-385-9010 305-789-7799	arthur.rosenberg@hkiaw.com Marc.Antonecchia@bklaw.com
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Hologies & March 11	Holland & Knight LLP Honigman Miller Schwartz and Cohn LLP Hunton Andrews Kurth LLP Hunton Andrews Kurth LLP Hunton Andrews Kurth LLP Hunton Blackwell LLP Hunton Blackwell LLP Mentan Revenue Service Internal Revenue Service Internal Revenue Service Internal Revenue Service Retirent Revenue Service Internal Revenue Service Retirent Revenue Service Internal Revenue Servi	701 Brickell Avenue 2290 First National Building 200 Park Avenue 1445 Ross Avenue 1345 Georgie Avenue 1356 Georgie Avenue 1350 West Main Street 111 Compress Avenue 1570 Market Street 15.0 Box 7346 Ome Federal Street 23 Malysana Lane 1301 Park Avenue		rk ooges ophie		48226 48226 10166 37402 37402 78701 992243 90017	305-789-7713 313-465-7590 212-309-1060 212-309-1000	305-789-7799	elvin,ramos@hklaw.com
Independent willed Schwertz and Cohn (L)	Honigman Miller Schwartz and Cohn LLP Hunton Andrews Kurth LLP Hunton Andrews Kurth LLP Husch Blackwell LLP Merenal Revenue Service Internal Revenue Service Heron Mountain Information Management, LLC LLC Audith Elkin PLLC LS Stevens, LLP Stevens, LLP Stevens, LLP Stevens, LLP Langley & Banack, Incorporated	2290 First National Building, 200 Park Avenue 1.456 Stoss Avenue 7.36 Georgia Avenue 1.11 Congress Avenue 940 West Main Street 915 Wilshire Blod 2970 Market Street 7.0, Box 7346 One Federal Street 23 Malvana Lane		coogs oogs phis phis		48226 10166 75202 37402 78701 92243 90017	313-465-7590 212-309-1264; 212-309-1000 214-468-3335	2011-101-000	jose, casa (@hklaw, com
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Hearth Received Comment   11   Company Annual   11   Company Annual   12   Company Annual   12   Company Annual   13   Company Ann	Husch Bjackwell LIP Imperial County Treasurer- Tax Collector Innoremedia Operating Company, LLC Internal Revenue Service Internal Revenue Service Internal Revenue Service LLC Judith Elkin PLLC Kelley Drve & Warren LIP P Reliey Drve & Warren LIP Retadt Winters Jureller Southard & Stevens, LLP Keltadt Winters Jureller Southard & Stevens, LLP Langley & Banack, Intorporated	111 Congress Avenue 940 West Main Street 915 Wilshire Blvd 2370 Market Street P.O. Box 7346 One Federal Street 23 Marksans Lane 101 Park Avenue		: ' ' '		78701 92243 90017 19104-5016	423-755-2654	423-266-5500	caleb.hofzaepfel@huschblackwell.com
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